

RECORDATION NO. 20171 -A  
MAR 7 1997 -11 50 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

March 7, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Release and Termination of Security Interest, dated March 4, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a full release of the Security Agreement previously filed under Recordation Number 20171.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Secured Party: The Provident Bank  
One East Fourth Street, Suite 700  
Cincinnati, OH 75202

A description of the railroad equipment covered by the enclosed document is identified on Schedule A attached to the Release.

*Counterpart - V. Williams*

Mr. Vernon A. Williams  
March 7, 1997  
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Also enclosed is a check in the amount of \$24 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord".

Robert W Alvord

RWA/bg  
Enclosures

20171-A

RELEASE AND TERMINATION  
OF SECURITY INTEREST

WHEREAS, ACF Industries, Incorporated, a New Jersey corporation (the "Debtor") and The Provident Bank (the "Secured Party"), entered into a certain Security Agreement - Trust Deed dated as of July 1, 1996 (the "Security Agreement") pursuant to which the Debtor collectively transferred, conveyed, hypothecated, mortgaged, delivered, pledged, assigned and granted to the Secured Party a lien on and a security interest in all of the Debtor's right, title and interest in certain railroad cars and related leases, to secure a certain loan made to the Debtor pursuant to the Term Loan Agreement dated as of July 1, 1996, between the Debtor and the Secured Party;

WHEREAS, the Security Agreement was recorded with the Surface Transportation Board, Recordation No. 20171, and with the Registrar General of Canada, Recordation No. 4398;

WHEREAS, the Debtor has requested the Secured Party to release its lien on and its security interest in all of the railcars and leases related thereto subject to the lien created by the Security Agreement and the Secured Party has agreed to such release;

NOW, THEREFORE, for good and valuable consideration, the Secured Party hereby agrees and covenants as follows:

The Secured Party hereby releases, and terminates its security interest in, and all of its right, title and interest in and to the Collateral (as defined in the Security Agreement) including, without limitation:

(a) certain railroad covered hopper cars and tank cars described on Schedule A hereto and any Replacement Units, as defined in the Security Agreement (such cars described on such Schedule and Replacement Units are herein referred to as the "Equipment", as defined in the Security Agreement) and, railroad covered hopper cars and tank cars described on Schedules B and C hereto (collectively, the "Other Equipment", as defined in the Security Agreement), together with all accessories, equipment, parts and appurtenances appertaining or attached to such Equipment and Other Equipment, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any and all of said Equipment and other Equipment, together with all rents, issues, income, profits and avails therefrom and the proceeds thereof.

(b) all right, title and interest of Debtor in and to each and every lease now existing or hereafter executed or entered into relating to the Equipment but to and only to the

extent relating to the Equipment (each such portion of such lease being an "Equipment Lease", as defined in the Security Agreement), all right, title and interest of Debtor in and to each and every lease now existing or hereafter executed or entered into relating to the Other Equipment but to and only to the extent relating to the Other Equipment (each such portion of such lease being an "Other Equipment Lease", as defined in the Security Agreement) and all payments due and to become due under any Equipment Lease and Other Equipment Lease or the proceeds thereof, or relating to the Equipment and Other Equipment whether as contractual obligations, damages or otherwise, including, without limitation, insurance and indemnity payments relating thereto, to the extent such payments are derived from the Equipment and Other Equipment; and

(c) all products and proceeds of any of the foregoing.

IN WITNESS WHEREOF, the undersigned has caused this Release to be duly executed this 4<sup>th</sup> day of March, 1999.

THE PROVIDENT BANK

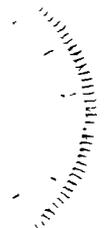
By: Carlo L. Townsend  
Name: Carlo L. Townsend  
Title: Vice President

STATE OF OHIO )  
 ) ss.:  
COUNTY OF HAMILTON )

On this 4th day of March, 1997, before me, personally appeared Darla L. Townsend, to me known, who being by me duly sworn, says that (s)he resides at \_\_\_\_\_ and is Vice President of The Provident Bank; that said instrument was signed on behalf of said corporation \_\_\_\_\_ on the date hereof by authority of its board of directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Tabitha L. Salzl  
Notary Public

**TABITHA L. SALZL**  
Notary Public, State of Ohio  
My Commission Expires July 4, 1999



**SCHEDULE A**

2/18/97;6.25 pm  
24950/2380/SS/130798.1

PROVIDENT 6/26

6/28/96 9.49 AM

SCHEDULE A

Rptg Mark	Car Number	Type	Year Built	Effective Date	Rptg Mark	Car Number	Type	Year Built	Effective Date
ACFX	72139	T	1987	1/1/93	ACFX	38888	H	1985	7/1/94
ACFX	72312	T	1987	1/1/93	ACFX	38895	H	1985	7/1/94
ACFX	72313	T	1987	1/1/93	ACFX	38898	H	1985	7/1/94
ACFX	72314	T	1987	1/1/93	ACFX	38903	H	1985	7/1/94
ACFX	72315	T	1987	1/1/93	ACFX	76994	T	1985	9/1/95
ACFX	72317	T	1987	1/1/93	ACFX	38767	H	1985	8/1/92
ACFX	72318	T	1987	1/1/93	ACFX	38769	H	1985	8/1/92
ACFX	72319	T	1987	1/1/93	ACFX	38774	H	1985	8/1/92
ACFX	72320	T	1987	1/1/93	ACFX	39483	H	1985	2/1/91
ACFX	72321	T	1987	1/1/93	ACFX	39484	H	1985	2/1/91
ACFX	72323	T	1987	1/1/93	ACFX	39486	H	1985	2/1/91
ACFX	72324	T	1987	1/1/93	ACFX	39490	H	1985	2/1/91
ACFX	72325	T	1987	1/1/93	ACFX	39491	H	1985	2/1/91
ACFX	72326	T	1987	1/1/93	ACFX	39558	H	1985	2/1/91
ACFX	72327	T	1987	1/1/93	ACFX	39557	H	1985	2/1/91
ACFX	72328	T	1987	1/1/93	ACFX	39560	H	1985	2/1/91
ACFX	72329	T	1987	1/1/93	ACFX	39561	H	1985	2/1/91
ACFX	72330	T	1987	1/1/93	ACFX	39562	H	1985	2/1/91
ACFX	38519	H	1985	3/1/95	ACFX	39563	H	1985	2/1/91
ACFX	38520	H	1985	3/1/95	ACFX	39566	H	1985	2/1/91
ACFX	38521	H	1984	3/1/95	ACFX	38885	H	1985	5/1/92
ACFX	38522	H	1985	3/1/95	ACFX	38325	H	1984	5/1/93
ACFX	38523	H	1984	3/1/95	ACFX	38327	H	1984	5/1/93
ACFX	38524	H	1984	3/1/95	ACFX	38331	H	1984	5/1/93
ACFX	38525	H	1984	3/1/95	ACFX	38889	H	1985	5/1/93
ACFX	38526	H	1985	3/1/95	ACFX	38904	H	1985	5/1/93
ACFX	38527	H	1984	3/1/95	ACFX	38909	H	1985	5/1/93
ACFX	38528	H	1984	3/1/95	ACFX	38929	H	1985	5/1/93
ACFX	38529	H	1985	3/1/95	ACFX	38652	H	1985	6/1/94
ACFX	71055	T	1985	9/1/85	ACFX	38925	H	1985	6/1/94
ACFX	71056	T	1985	9/1/85	ACFX	38969	H	1985	9/1/95
ACFX	71057	T	1985	9/1/85	ACFX	38970	H	1985	9/1/95
ACFX	71058	T	1985	9/1/85	ACFX	38971	H	1985	9/1/95
ACFX	71059	T	1985	9/1/85	ACFX	38972	H	1985	9/1/95
ACFX	71080	T	1985	9/1/85	ACFX	38973	H	1985	9/1/95
ACFX	71081	T	1985	9/1/85	ACFX	38974	H	1985	9/1/95
ACFX	71082	T	1985	9/1/85	ACFX	38975	H	1985	9/1/95
ACFX	71083	T	1985	9/1/85	ACFX	38976	H	1985	9/1/95
ACFX	71084	T	1985	9/1/85	ACFX	38977	H	1985	9/1/95
ACFX	71085	T	1985	9/1/85	ACFX	38978	H	1985	9/1/95
ACFX	72536	T	1988	5/1/95	ACFX	38979	H	1985	9/1/95
ACFX	76991	T	1985	10/1/95	ACFX	39161	H	1985	10/1/95
ACFX	76993	T	1985	10/1/95	ACFX	39162	H	1985	10/1/95
ACFX	72173	T	1987	8/1/95	ACFX	38555	H	1985	2/1/94
ACFX	98104	H	1978	00/00/00	ACFX	38559	H	1985	2/1/94
ACFX	38594	H	1985	6/1/93	ACFX	38570	H	1985	2/1/94
ACFX	38930	H	1985	8/1/93	ACFX	38571	H	1985	2/1/94
ACFX	38667	H	1985	5/1/90	ACFX	38578	H	1985	2/1/94
ACFX	49480	H	1978	00/00/00	ACFX	38577	H	1985	2/1/94
ACFX	38536	H	1985	7/1/94	ACFX	38586	H	1985	2/1/94

## SCHEDULE A

Rptg Mark	Car Number	Type	Year Built	Effective Date	Rptg Mark	Car Number	Type	Year Built	Effective Date
ACFX	38593	H	1985	2/1/94					
ACFX	38595	H	1985	2/1/94					
ACFX	38596	H	1985	2/1/94					
ACFX	38607	H	1985	2/1/94					
ACFX	38610	H	1985	2/1/94					
ACFX	38661	H	1985	2/1/94					
ACFX	38924	H	1985	2/1/94					
ACFX	38320	H	1984	8/15/95					
ACFX	38322	H	1984	8/15/95					
ACFX	38323	H	1984	8/15/95					
ACFX	38324	H	1984	8/15/95					
ACFX	38326	H	1984	8/15/95					
ACFX	38329	H	1984	8/15/95					
ACFX	38330	H	1984	8/15/95					
ACFX	38333	H	1984	8/15/95					
ACFX	38336	H	1984	8/15/95					
ACFX	38887	H	1985	8/15/95					
ACFX	38890	H	1985	8/15/95					
ACFX	38891	H	1985	8/15/95					
ACFX	38892	H	1985	8/15/95					
ACFX	38893	H	1985	8/15/95					
ACFX	38898	H	1985	8/15/95					
ACFX	38897	H	1985	8/15/95					
ACFX	38900	H	1985	8/15/95					
ACFX	38901	H	1985	8/15/95					
ACFX	38905	H	1985	8/15/95					
ACFX	38908	H	1985	8/15/95					
ACFX	38910	H	1985	8/15/95					
ACFX	39630	H	1986	4/1/92					
ACFX	71139	T	1985	10/1/94					
ACFX	71140	T	1985	10/1/94					
ACFX	38960	H	1985	1/1/96					

132 Cars

H = Hopper railcar

T = Tank Car

**SCHEDULE B**

THE EQUIPMENT  
ACF INDUSTRIES, INCORPORATED

<u>CAR COUNT</u>	<u>CAR NUMBERS</u>	<u>AAR DESIGNATION</u>
50	ACFX 66651 - 66700	C214
3	ACFX 66705 - 66707	C214
84	ACFX 66709 - 66792	C214
6	ACFX 66797 - 66802	C214
14	ACFX 66809 - 66822	C214
1	ACFX 66826	C214
1	ACFX 66828	C214
22	ACFX 67060 - 67081	C214
1	ACFX 67085	C214
6	ACFX 67116 - 67121	C214
<u>28</u>	ACFX 67123 - 67150	C214

216

**SCHEDULE C**

**TO THE  
SECURITY AGREEMENT-TRUST DEED**

Car Number	Type	Built Date	Effective Date	Car Number	Type	Built Date	Effective Date	Car Number	Type	Built Date	Effective Date	Car Number	Type	Built Date	Effective Date
65281	H	1988	03/01/93	51340	H	1986	06/01/92	64862	H	1988	12/01/93	40754	H	1986	11/01/91
65284	H	1988	03/01/93	51341	H	1986	06/01/92					40757	H	1986	11/01/91
65285	H	1988	03/01/93					51302	H	1986	10/01/91	40758	H	1986	11/01/91
65286	H	1988	03/01/93	71817	T	1987	00/00/00	51303	H	1986	10/01/91	40759	H	1986	11/01/91
65287	H	1988	03/01/93	71820	T	1987	00/00/00	51304	H	1986	10/01/91	40760	H	1986	11/01/91
65290	H	1988	03/01/93	71822	T	1987	00/00/00	51305	H	1986	10/01/91	40761	H	1986	11/01/91
65293	H	1988	03/01/93	71826	T	1987	00/00/00					40762	H	1986	11/01/91
65295	H	1988	03/01/93					99631	H	1980	09/01/90	40763	H	1986	11/01/91
65296	H	1988	03/01/93	51360	H	1986	05/01/94					40764	H	1986	11/01/91
36135	H	1981	07/01/94	51361	H	1986	05/01/94	36022	H	1980	00/00/00	40766	H	1986	11/01/91
36140	H	1981	07/01/94	51362	H	1986	05/01/94					40767	H	1986	11/01/91
36128	H	1981	04/01/95					51353	H	1986	12/01/93	40768	H	1986	11/01/91
				39744	H	1986	01/01/87	51354	H	1986	12/01/93	40769	H	1986	11/01/91
40701	H	1986	03/01/93	39745	H	1986	01/01/87	51355	H	1986	12/01/93	40770	H	1986	11/01/91
40702	H	1986	03/01/93	39746	H	1986	01/01/87	51356	H	1986	12/01/93	40771	H	1986	11/01/91
40703	H	1986	03/01/93	39750	H	1986	01/01/87	51357	H	1986	12/01/93	40773	H	1986	11/01/91
40704	H	1986	03/01/93	39751	H	1986	01/01/87	51358	H	1986	12/01/93	40775	H	1986	11/01/91
40705	H	1986	03/01/93	39756	H	1986	01/01/87	51359	H	1986	12/01/93	40776	H	1986	11/01/91
40706	H	1986	03/01/93	39757	H	1986	01/01/87					40777	H	1986	11/01/91
40707	H	1986	03/01/93	39758	H	1986	01/01/87	79956	T	1980	00/00/00	40778	H	1986	11/01/91
40708	H	1986	03/01/93	39759	H	1986	01/01/87					40779	H	1986	11/01/91
40709	H	1986	03/01/93	39760	H	1986	01/01/87	64813	H	1987	09/01/92	40782	H	1986	11/01/91
40710	H	1986	03/01/93	39761	H	1986	01/01/87					40783	H	1986	11/01/91
40711	H	1986	03/01/93	39762	H	1986	01/01/87	38933	H	1985	01/01/93	40784	H	1986	11/01/91
40712	H	1986	03/01/93	39763	H	1986	01/01/87					40785	H	1986	11/01/91
40713	H	1986	03/01/93	39764	H	1986	01/01/87	27278	H	1981	05/01/94	40786	H	1986	11/01/91
40714	H	1986	03/01/93	39765	H	1986	01/01/87					40788	H	1986	11/01/91
40715	H	1986	03/01/93	39766	H	1986	01/01/87	51385	H	1986	12/01/91	40790	H	1986	11/01/91
40716	H	1986	03/01/93	39767	H	1986	01/01/87	51386	H	1986	12/01/91	40791	H	1986	11/01/91
40717	H	1986	03/01/93	39768	H	1986	01/01/87	51387	H	1986	12/01/91	40792	H	1986	11/01/91
40718	H	1986	03/01/93	39769	H	1986	01/01/87	51388	H	1986	12/01/91	40793	H	1986	11/01/91
40719	H	1986	03/01/93	39771	H	1986	01/01/87	51389	H	1986	12/01/91	40794	H	1986	11/01/91
40720	H	1986	03/01/93	39772	H	1986	01/01/87	51390	H	1986	12/01/91	40795	H	1986	11/01/91
40721	H	1986	03/01/93	39773	H	1986	01/01/87	51391	H	1986	12/01/91	40796	H	1986	11/01/91
40722	H	1986	03/01/93	39774	H	1986	01/01/87					40798	H	1986	11/01/91
40723	H	1986	03/01/93	39776	H	1986	01/01/87	64817	H	1987	07/01/94	40799	H	1986	11/01/91
40724	H	1986	03/01/93	39777	H	1986	01/01/87	64842	H	1988	07/01/94	40800	H	1986	11/01/91
40725	H	1986	03/01/93	64536	H	1986	01/01/87	64845	H	1988	07/01/94	40801	H	1986	11/01/91
40726	H	1986	03/01/93	64537	H	1986	01/01/87	64868	H	1988	07/01/94	40802	H	1986	11/01/91
40727	H	1986	03/01/93	64538	H	1986	01/01/87	64870	H	1988	07/01/94	40803	H	1986	11/01/91
40728	H	1986	03/01/93	64539	H	1986	01/01/87	64880	H	1988	07/01/94	40805	H	1986	11/01/91
40729	H	1986	03/01/93	64540	H	1986	01/01/87	64888	H	1988	07/01/94	40806	H	1986	11/01/91
40730	H	1986	03/01/93									40807	H	1986	11/01/91
				64822	H	1987	12/01/93	40752	H	1986	11/01/91	40808	H	1986	11/01/91
51339	H	1986	06/01/92	64830	H	1987	12/01/93	40753	H	1986	11/01/91	40809	H	1986	11/01/91

Car Number	Type	Built Date	Effective Date
40811	H	1986	11/01/91
40755	H	1986	06/01/94
40765	H	1986	06/01/94
64883	H	1988	06/01/94
64887	H	1988	06/01/94
64897	H	1988	06/01/94
71650	T	1986	01/01/95
71651	T	1986	01/01/95
71652	T	1986	01/01/95
71653	T	1986	01/01/95
71654	T	1986	01/01/95
71655	T	1986	01/01/95
71656	T	1986	01/01/95
71657	T	1986	01/01/95
71658	T	1986	01/01/95
71659	T	1986	01/01/95
71660	T	1986	12/01/94
71661	T	1986	12/01/94
71662	T	1986	12/01/94
71663	T	1986	12/01/94
71664	T	1986	12/01/94
71665	T	1986	12/01/94
71666	T	1986	12/01/94
71667	T	1986	12/01/94
71668	T	1986	12/01/94
71659	T	1986	12/01/94
71328	T	1986	09/01/91
71329	T	1986	09/01/91
71330	T	1986	09/01/91
71331	T	1986	09/01/91
71478	T	1986	09/01/91
71479	T	1986	09/01/91
71480	T	1986	09/01/91
71481	T	1986	09/01/91
75148	T	1981	03/01/94
75149	T	1981	03/01/94
75150	T	1981	03/01/94
75151	T	1981	03/01/94
75152	T	1981	03/01/94
75153	T	1981	03/01/94
75154	T	1981	03/01/94
75155	T	1981	03/01/94

Car Number	Type	Built Date	Effective Date
75156	T	1981	03/01/94
75157	T	1981	03/01/94
75158	T	1981	03/01/94
75159	T	1981	03/01/94
75160	T	1981	03/01/94
75161	T	1981	03/01/94
75162	T	1981	03/01/94
75163	T	1981	03/01/94
75164	T	1981	03/01/94
75165	T	1981	03/01/94
75166	T	1981	03/01/94
75167	T	1981	03/01/94
75168	T	1981	03/01/94
75169	T	1981	03/01/94
75170	T	1981	03/01/94
75171	T	1981	03/01/94
75172	T	1981	03/01/94
40633	H	1986	07/01/91
40634	H	1986	07/01/91
40635	H	1986	07/01/91
40636	H	1986	07/01/91
40637	H	1986	07/01/91
40638	H	1986	07/01/91
40639	H	1986	07/01/91
40640	H	1986	07/01/91
40641	H	1986	07/01/91
40642	H	1986	07/01/91
40643	H	1986	07/01/91
40644	H	1986	07/01/91
40645	H	1986	07/01/91
40646	H	1986	07/01/91
40647	H	1986	07/01/91
40648	H	1986	07/01/91
40649	H	1986	07/01/91
40650	H	1986	07/01/91
40651	H	1986	07/01/91
40652	H	1986	07/01/91
40653	H	1986	07/01/91
40654	H	1986	07/01/91
40655	H	1986	07/01/91
40656	H	1986	07/01/91
40657	H	1986	07/01/91
40658	H	1986	07/01/91
40659	H	1986	07/01/91

Car Number	Type	Built Date	Effective Date
40660	H	1986	07/01/91
40661	H	1986	07/01/91
40662	H	1986	07/01/91
40731	H	1986	12/01/91
40732	H	1986	12/01/91
40733	H	1986	12/01/91
40734	H	1986	12/01/91
40735	H	1986	12/01/91
40736	H	1986	12/01/91
40737	H	1986	12/01/91
40738	H	1986	12/01/91
40739	H	1986	12/01/91
40740	H	1986	12/01/91
40741	H	1986	12/01/91
40742	H	1986	12/01/91
40743	H	1986	12/01/91
40744	H	1986	12/01/91
40745	H	1986	12/01/91
40746	H	1986	12/01/91
40747	H	1986	12/01/91
40748	H	1986	12/01/91
40749	H	1986	12/01/91
40750	H	1986	12/01/91
71233	T	1985	02/01/95
72512	T	1987	04/01/94
72513	T	1987	04/01/94
77357	T	1987	00/00/00
40781	H	1986	05/01/93
40787	H	1986	05/01/93
40789	H	1986	05/01/93
40797	H	1986	05/01/93
40804	H	1986	05/01/93
40820	H	1986	05/01/93
40823	H	1986	05/01/93
40825	H	1986	05/01/93
40830	H	1986	05/01/93
40834	H	1986	05/01/93
40836	H	1986	05/01/93
40850	H	1986	05/01/93

Car Number	Type	Built Date	Effective Date
75139	T	1981	06/01/94
75141	T	1981	06/01/94
75142	T	1981	06/01/94
75143	T	1981	06/01/94
75144	T	1981	06/01/94
75145	T	1981	06/01/94
75147	T	1981	06/01/94
75100	T	1980	08/01/94
75103	T	1980	08/01/94
27338	H	1981	08/01/94
27349	H	1981	08/01/94
27355	H	1981	08/01/94
27358	H	1981	08/01/94
27360	H	1981	08/01/94
27366	H	1981	08/01/94
27368	H	1981	08/01/94
27370	H	1981	08/01/94
27371	H	1981	08/01/94
27374	H	1981	08/01/94
27375	H	1981	08/01/94
27383	H	1981	08/01/94

H = Hopper railcar  
T = Tank car  
Total Cars = 309